

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

Southern District of New York  
(State)

Case number (if known): \_\_\_\_\_ Chapter 7

☐ Check if this is an amended filing

**Official Form 201**

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Flywheel Sports, Inc.

2. All other names debtor used in the last 8 years  
Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 80 - 0485022

4. Debtor's address

Principal place of business		Mailing address, if different from principal place of business
<u>53 West 23rd Street</u> Number Street		<u>                    </u> Number Street
<u>9th Floor</u>		<u>                    </u> P.O. Box
<u>New York</u> City	<u>NY</u> <u>10010</u> State ZIP Code	<u>                    </u> City State ZIP Code
<u>                    </u> County		Location of principal assets, if different from principal place of business
		<u>                    </u> Number Street
		<u>                    </u> City State ZIP Code

5. Debtor's website (URL) https://www.flywheelsports.com

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- ☐ Partnership (excluding LLP)
- ☐ Other. Specify: \_\_\_\_\_

7. Describe debtor's business

- A. Check one:
- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above
- B. Check all that apply:
- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))
- C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .
- \_\_\_\_ \_

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- Check one:
- ☒ Chapter 7
- ☐ Chapter 9
- ☐ Chapter 11. Check all that apply:
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

If more than 2 cases, attach a separate list.

☒ No

☐ Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

List all cases. If more than 1, attach a separate list.

☐ No See Exhibit 1

☒ Yes. Debtor \_\_\_\_\_ Relationship \_\_\_\_\_

District \_\_\_\_\_ When \_\_\_\_\_

MM / DD / YYYY

Case number, if known \_\_\_\_\_

**11. Why is the case filed in this district?**

Check all that apply:

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other \_\_\_\_\_

**Where is the property?**

Number \_\_\_\_\_ Street \_\_\_\_\_

City \_\_\_\_\_ State ZIP Code \_\_\_\_\_

**Is the property insured?**

☐ No

☐ Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information**

**13. Debtor's estimation of available funds**

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.  
☒ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

- |                                  |   |  |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49    | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99   | <input type="checkbox"/> 5,001-10,000           | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000          | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 |   |  |

**15. Estimated assets**

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million             | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million           | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million          | <input type="checkbox"/> More than \$50 billion        |

**16. Estimated liabilities**

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million              | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million             | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input checked="" type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million           | <input type="checkbox"/> More than \$50 billion        |

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 09/14/2020  
MM / DD / YYYY

**X** /s/ Travis Frenzel  
 Signature of authorized representative of debtor

Travis Frenzel  
 Printed name

Title President

Debtor Flywheel Sports, Inc.  
Name

Case number (if known) \_\_\_\_\_

**18. Signature of attorney**

**X** /s/ Todd C. Meyers  
Signature of attorney for debtor

Date 09/14/2020  
MM / DD / YYYY

Todd C. Meyers

Printed name

Kilpatrick Townsend & Stockton LLP

Firm name

The Grace Building, 1114 Avenue of the Americas

Number Street

New York

City

NY

State

10036

ZIP Code

212-775-8766

Contact phone

tmeyers@kilpatricktownsend.com

Email address

5502596

Bar number

NY

State

## EXHIBIT 1

### **PENDING OR CONCURRENT BANKRUPTCY CASES FILED BY THE DEBTOR AND ITS AFFILIATES**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 7 case) filed a voluntary petition for relief under title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York.

<b>Entity Name</b>	<b>Case Number</b>	<b>Judge</b>
Flywheel Sports Parent, Inc.	Not yet assigned	Not yet assigned
Flywheel Sports, Inc.	Not yet assigned	Not yet assigned
Flywheel Astor Place LLC	Not yet assigned	Not yet assigned
Flywheel Buckhead LLC	Not yet assigned	Not yet assigned
Flywheel CCDC, LLC	Not yet assigned	Not yet assigned
Flywheel Nm LLC	Not yet assigned	Not yet assigned
Flywheel Park Avenue LLC	Not yet assigned	Not yet assigned
Flywheel Playa Vista, LLC	Not yet assigned	Not yet assigned
Flywheel San Francisco, LLC	Not yet assigned	Not yet assigned
Flywheel Topanga, LLC	Not yet assigned	Not yet assigned
Flywheel Walnut Creek LLC	Not yet assigned	Not yet assigned
Flywheel Sports Scottsdale, LLC	Not yet assigned	Not yet assigned
Flywheel Santa Monica, LLC	Not yet assigned	Not yet assigned
Flywheel Williamsburg LLC	Not yet assigned	Not yet assigned
Flywheel Domain LLC	Not yet assigned	Not yet assigned
Flywheel Denver Union Station, LLC	Not yet assigned	Not yet assigned

**United States Bankruptcy Court  
Southern District of New York**

In re: Flywheel Sports, Inc.,

Case No. \_\_\_\_\_

Debtor.

Chapter 7

**VERIFICATION OF CREDITOR MATRIX**

The undersigned debtor hereby verifies that the creditor matrix/list of creditors submitted herein is true and correct to the best of his knowledge.

9/14/2020  
Date

/s/ Travis Frenzel  
Travis Frenzel, President

1151 Third Avenue Associates LLC  
7 Penn Plaza, Fl 11  
New York, NY 10001

1151 Third Avenue LLC  
Attn Property Management  
c/o Acadia Realty Trust  
1311 Mamaroneck Avenue, Suite 260  
White Plains, NY 10605

1151 Third Avenue, LLC  
201 E 67th St  
New York, NY 10065

150 Amsterdam Avenue Holdings LLC  
600 Lexington Avenue, 14th Floor  
New York, NY 10022

150 Amsterdam Avenue Holdings LLC  
Attn Keith E. Reich, Esq.  
Greenberg Traurig  
200 Park Avenue  
New York, NY 10166

150 Amsterdam Avenue Holdings, LLC  
150 Amsterdam Ave  
New York, NY 10023

1647 Wells LLC  
Donald Goldstein  
1653 North Wells Street, Rear Patio Entr  
Chicago, IL 60614

1647 Wells, LLC  
1653 N Wells St  
Chicago, IL 60614

224 WAN LLC  
1904 Third Avenue, Suite 806  
Seattle, WA 98101

224 WAN LLC - NW Retail Partners  
224 Westlake Ave N, Ste 500  
Seattle, WA 98109

224 Wan, LLC  
224 Westlake Ave  
North Seattle, WA 98109

241 Bedford Associates LLC  
Attn Benjamin Bernstein Benjamin Stokes  
c/o RedSky Capital, LLC  
3 Hope Street  
Brooklyn, NY 11211

241 Bedford Associates LLC  
Jonathan Bernstein Consulting Corp.  
5090 PGA Blvd., Suite 308  
Palm Beach Gardens, FL 33418

241 Bedford Associates, LLC  
173 N 3rd St  
Brooklyn, NY 11211

241 Bedford Associates, LLC  
3 Hope St  
Brooklyn, NY 11211

245 W 17th St Property Inv II, LLC  
Attn Kevin Hoo  
c/o Savanna Real Estate Fund  
10 East 53rd Street, 37th Floor  
New York, NY 10022

245 W 17th St Property Inv II, LLC  
Attn William E. Stempel, Esq.  
McDermott Will Emery LLP  
340 Madison Avenue  
New York, NY 10173

245 West 17th Street Property  
Investors II, LLC  
245 W 17th St

New York, NY 10011

284 Partners, LLC  
215 E Washington St  
Ste 201  
Ann Arbor, MI 48104

3rd 60th Associates LP  
Attn Carol Goodman, Esq  
Herrick, Feinsten LLP  
2 Park Avenue  
New York, NY 10016

3rd 60th Associates LP  
Attn Lease Administrator  
c/o Olshan Properties  
5500 New Albany Road East  
New Albany, OH 43054

3rd 60th Associates, LP  
203 E 60th St  
New York, NY 10022

3rd 60th Associates, LP  
600 Madison Ave, Fl 14  
New York, NY 10022

A2 Media Corp  
dba Icon Interactive  
220 Felch St  
Ann Arbor, MI 48104

Aaron Jocelyn  
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Abbie P Loudon  
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Abby L Wilson  
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Abby S Geartner  
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Abby Smith  
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Abi Mcgarvey  
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Abigail A Colasacco  
Address Redacted

Abigail A Ingham  
Address Redacted

Abigail Clayborne  
Address Redacted

Abigail Gantz  
Address Redacted

Abigail May  
Address Redacted

Abigail Miller  
Address Redacted

Abigail P Mullins  
Address Redacted

Abigail P. Seldin  
Address on File

Abigail Smith  
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Adam C Dunham

Address Redacted

Adam Crinson  
Address Redacted

Adam Goldstein  
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Adam L Macfadden  
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Adam Neumann  
Address on File

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Adam Rosenbaum  
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Adam Turney  
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Adam Wasserman  
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Adam Willard  
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Adams Co. Real Estate, LLC  
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Adelaide Smith  
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Adolph Sims  
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ADR 1521 Locust, LP  
Attn Allan Domb  
1845 Walnut Street, Suite 2200  
Philadelphia, PA 19103

ADR 1521 Locust, LP  
Attn Mark Berman  
Brandywine Construction Management  
1521 Locust Street, Suite 400  
Philadelphia, PA 19102

ADR 1521 Locust, LP  
Henry J. Donner Esq, Jacoby Donner, P.C.  
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Philadelphia, PA 19103

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Adrian Gil  
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Adrianne E Peterson  
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Adrianne M Grunes  
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AinyE Johnson  
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Aire  
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AireSpring, Inc.  
7800 Woodley Ave  
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Airfin Srl  
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Mendoza, 5500  
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Aisha Mitchell  
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Akin Gump Strauss Hauer & Feld LLP  
Attn Daniel I Fisher and Jason P Rubin  
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Alan Rosen

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Alana Hess  
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Alanna Gardner  
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Alessandro Cottone  
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Alexandra Foglia  
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Alexandra M Lyons  
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Alexandra McKeown-Mann  
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Alexandra Murata  
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Alexandra Novak  
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Alexandra Pagano  
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Alexandra Pucci  
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Alexandra Torres  
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Alexandra Walz  
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Alexandra Zepeda  
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Alexandria Berlin

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Alexandria Giannini  
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Alexandria Ianni  
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Alexandria Langlois  
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Alexis Bullock  
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Alexis Deprey  
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Alexis Karis  
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Alexis Lind  
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Alexis Neubauer  
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Alexis Ruiz  
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Alexis Wisdom  
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Alexus Mateo  
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Alfredo Garcia  
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Alfredo O Dispo  
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Ali Johnson  
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Ali Larrick  
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Ali Siddique  
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Alison Dituro  
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Alison Orr  
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Alison Whitney  
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Allie N Lutin  
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Allie Weiss  
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Allison C Mitchell  
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Allison Cox  
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Allison M Belli  
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Allison M Broder  
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Allison M White  
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Allison Nuara  
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Allison R Sherman  
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Allison V Kulas  
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Allison Vivian  
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Amanda Lowe  
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Amanda Maqueira  
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Amanda Meling  
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Amanda Neiman  
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Amanda P Lefkowitz  
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Amanda Vortmann

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Amazon Web Services  
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Seattle, WA 98109

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Amber James  
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Amber L Robinson  
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Amber M Sweet  
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Amber Stallings  
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Amberlyn Schultz  
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Amelia Carter  
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Amelia Fuller  
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Amelia Lewis

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Amelia Vicenzi  
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Amelie Neubert  
Address Redacted

American Express - Francesca Brucato  
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New York, NY 10010

Amisha Bennett  
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Ammirati Cycles Llc  
33 SW 15th Ct  
Boca Raton, FL 33486

Amy A Segal  
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Amy Bevilacqua  
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Amy Clapper  
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Amy Diprinzio  
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Amy Harioka  
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Amy Hine  
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Amy K Hockenberry

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Amy M Harris  
Address Redacted

Amy M Zerbinopoulos  
Address Redacted

Amy Mashlykin  
Address Redacted

Amy Paulin  
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Ana M Yanez  
Address Redacted

Anabelen Rivero  
Address Redacted

Anais Marin  
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Analisa Bregant  
Address Redacted

Anastasia Hoosman  
Address Redacted

Andrea Bush  
Address Redacted

Andrea Butler  
Address Redacted

Andrea Lynn D Alberto  
Address Redacted

Andrea Perez  
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Andrea Rishty  
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Andrea Rodeschini  
Address Redacted

Andrea Wynter  
Address Redacted

Andrea Zundel  
Address Redacted

Andres Quintero  
Address Redacted

Andrew C Alfieri  
Address Redacted

Andrew C Binkley  
Address Redacted

Andrew Dickler  
Address Redacted

Andrew Fick  
Address Redacted

Andrew Garcia  
Address Redacted

Andrew J Mauney  
Address Redacted

Andrew M Lee

Address Redacted

Andrew Mackenzie  
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Andrew Mccaskill  
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2575 Palisade Ave, Ste 1B  
Bronx, NY 10463

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Andrew Ribeiro  
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Andrew Smith  
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Andrew Stauffer  
Address Redacted

Andrew Tallian  
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Andrew Wong  
Address Redacted

Andria Soule  
Address Redacted

Angel A Martinez  
Address Redacted

Angela Butler  
Address Redacted

Angela J Mcconnell  
Address Redacted

Angela Johnson  
Address Redacted

Angela Lutin  
Address Redacted

Angela M Ciacchi  
Address Redacted

Angela M Manzella  
Address Redacted

Angela Wells  
Address Redacted

Angelena Minniti  
Address Redacted

Angelica C Guting  
Address Redacted

Anisah Noer  
Address Redacted

Anita M Singh  
1541 T St NW  
Washington, DC 20009

Anita M Singh  
Address Redacted

Anjali Ganju  
Address Redacted

Ann Fucigna  
Address Redacted

Ann Kelman  
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Ann Kelman  
Address Redacted

Ann Marie Weeks  
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Anna Bernstein  
Address Redacted

Anna C Bennett  
Address Redacted

Anna C Rogers  
Address Redacted

Anna Chorneyko  
Address Redacted

Anna E Lynch  
Address Redacted

Anna Hutchins  
Address Redacted

Anna Hutton  
Address Redacted

Anna Italiano

Address Redacted

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One Superior Leasehold  
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One Superior Owner, LLC  
710 N State St  
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One Superior Place Leasehold, LLC  
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One Suprerior Owner LLC  
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TGA II, LLC  
Attn Michael Achenbaum  
c/o Gansevoort Hotel Group  
307 Fifth Avenue, 17th Floor  
New York, NY 10016

TGA II, LLC  
Attn Natahan Gindi  
Centurion Realty LLC  
512 7th Avenue, 38th Floor  
New York, NY 10018

Thalia Mendoza  
Address Redacted

Thao Pham  
Address Redacted

The Execu Search Group LLC  
675 3rd Ave, 5th Fl  
New York, NY 10017

The Incorporated Village Of East Hampton  
86 Main St  
East Hampton, NY 11937

The United States Attorney s  
Office for the District of DE  
David C. Weiss  
1007 Orange St, Ste 700  
P.O. Box 2046  
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Thomas J. Mccarthy  
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Thomas Tyler  
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Thomas Wesley Nelms  
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Thor Flywheel Llc  
25 W 39th St  
New York, NY 10018

Thor Flywheel Llc  
25 West 39th St  
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Thunderball House, Llc  
101 Warren St, Apt 3060  
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Tiara Macias  
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Tiffanie Cabrera  
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Tiffany Chen  
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Tiger Leasing, Llc  
33 W 19th St, 4th Fl  
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Time Warner Cable  
60 Columbus Circle  
New York, NY 10023

Time Warner Cable  
Ues - 8150 20 007 0554800  
P.O. Box 11820  
Newark, NJ 07101-8120

Time Warner Cable - Charlotte  
P.O. Box 70872  
Charlotte, NC 28272-0872

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Timothy Hill  
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Tomas E Urena  
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Tommy Truong  
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Tori Rightmyer  
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Tori Sicklick  
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Town Of Highland Park  
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Highland Park, TX 75205

Township Of Millburn  
375 Millburn Ave, 1st Fl  
Millburn, NJ 07041

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Los Angeles, CA 90036

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1429 S Denver Ave  
Boise, ID 83706

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Tracy Shen  
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Travis County Tax Office  
P.O. Box 1748  
Austin, TX 78767

Travis Dittenber  
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Travis Frenzel  
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Trayvon Lofton  
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Treasure Island Management LLC  
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Bronx, NY 10475

Treasure Island Storage  
2325 Hollers Ave  
Bronx, NY 10475

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Trevor Abbott  
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Seven Fields, PA 16046

T-Three Active Llc  
6 Sloanes Court  
Sands Point, NY 11050

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Twenty Three R.P. Associates  
c/o Adams Company Real Estate, LLC  
411 Fifth Avenue, 9th Floor  
New York, NY 10016

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Tyler Bucher  
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Tyler Clark  
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Tyler Coppock  
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Tyler Mckinney  
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Tyler Reaser  
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Tyree Linen  
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Tyreese Breshers  
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U.S. Treasury Department  
1500 Pennsylvania Ave Nw  
Washington, DC 20220-0001

United States Treasury  
Internal Revenue Service Ctr  
Cincinnati, OH 45999-0009

US Trustee  
844 N King St, Ste 2207  
Lockbox 35  
Wilmington, DE 19801

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Valeria Rivera  
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Valerie Bar

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Vanessa Piazza  
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Vanessa Romano  
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Veida Smith  
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Verizon  
P.O. Box 15124  
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Verizon - 212 255 5987 398 21 3  
P.O. Box 15124  
Albany, NY 12212

Verizon - 552-583-328-0001-84 Flatiron  
P.O. Box 15124  
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Veronica Peterson  
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Vicki Robertson  
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Victor Hernandez  
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Victor Self  
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Victoria Casillo  
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Victoria Hersant  
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Victoria Nietzel  
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Victoria Nourse  
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Victoria Pindak  
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Victoria R Petersen  
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Victoria Rodriguez  
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Victoria San Juan-Vistro

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Victoria Shepherd  
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Victoria T Masso  
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Victoria True  
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Wake County Revenue Department  
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Wanda Pucci  
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Warren Davis  
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Washington Department Of Revenue  
P.O. Box 4746  
Olympia, WA 98504-7476

Waste Connections Of Florida  
Re 6440-058477  
Miami Hauling  
3840 NW 37th Ct  
Miami, FL 33142

Wayne S. Shapiro, P.C.  
Attn Wayne Shapiro

111 W Washington St, Ste 920  
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Webbank  
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Wells Fargo Bank, NA  
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Whitney Stoneburner  
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Will Tucker  
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William A. Danoff  
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William Henning  
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William Vrontas  
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Xavier T Johnson  
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Xcel Energy  
414 Nicollet Mall  
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XPO Last Mile, Inc  
6314 Fly Rd  
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Yulia Phifer  
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Yvonne M Browning  
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Zachary A Eisenberg  
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Zachary C Scarboro  
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Zachary Hollister  
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Zachary P Jones  
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Zachary Twardowski  
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Zachter P, LLC  
Attn Rickin Desai  
30 Wall St, 8th Fl  
New York, NY 10005

Zoe Adelman  
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Zoe Clayton  
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Zoe Eisenberg  
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Zoe Hartman  
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Zoe P Sternbach-Taubman  
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Zoe Papelis  
Address Redacted

Zoe Taylor  
Address Redacted

Zorayda G Rodriguez  
Address Redacted

Zulay Scottborgh  
Address Redacted

**UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING OF  
THE BOARD OF DIRECTORS OF FLYWHEEL SPORTS, INC.**

**September 14, 2020**

THE UNDERSIGNED, being all of the members of the Board of Directors (the “Board”) of Flywheel Sports, Inc., a Delaware corporation (the “Corporation”), do hereby waive notice for a meeting and do hereby consent to the adoption of the following resolutions, which resolutions shall be deemed to be adopted as of the date on which the last director’s signature was obtained and to have the same force and effect as if such resolutions were adopted by unanimous vote of the Board at a duly convened meeting held for such purpose, all in accordance with Section 141(f) of the general corporation law of the State of Delaware (the “DGCL”):

WHEREAS, the Board has considered the business and financial conditions and results of operations of the Corporation on the date hereof, including the assets and liabilities of the Corporation; and

WHEREAS, the Board has reviewed, considered and received the recommendations of the senior management of the Corporation and the Corporation’s legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under Chapter 7 of Title 11 of the United States Code (11 U.S.C. §§ 101 *et seq.*, the “Bankruptcy Code”); and

WHEREAS, based on factors and information deemed relevant by the Board, in the judgment of the Board, it is in the best interests of the Corporation, as well as the best interests of the Corporation’s creditors and other interested parties under the circumstances set forth herein, that the Corporation file a voluntary petition for relief under Chapter 7 of the Bankruptcy Code on behalf of the Corporation.

NOW, THEREFORE, BE IT:

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Corporation, its creditors and other parties in interest, taken as a whole, that the Corporation file or cause to be filed a voluntary petition for relief under the provisions of Chapter 7 of the Bankruptcy Code; and

RESOLVED FURTHER that Travis Frenzel (the “Authorized Officer”) be and hereby are authorized to: (i) execute and file (or direct others to do so on their behalf as provided herein) on behalf of the Corporation a petition under Chapter 7 of the Bankruptcy Code with a United States Bankruptcy Court in such form and at such time as the Authorized Officer shall determine and (ii) execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers related thereto, and (iii) employ and retain all assistance of legal counsel, accountants or other professionals and to take any and all actions which he deems to be necessary and proper in connection with the Chapter 7 case; and

RESOLVED FURTHER that the Authorized Officer, and any employees or agents (including counsel) designated by or directed by the Authorized Officer, shall be, and each

hereby is, authorized and directed to take all steps and do all acts and things, including the execution and delivery of documents, as may be necessary or as may be deemed to be necessary, advisable or appropriate by the Authorized Officer to effectuate the purposes and intents of the foregoing resolutions; and

RESOLVED FURTHER that any and all acts taken and any and all certificates, instruments, agreements, or other documents executed on behalf of the Corporation by the Authorized Officer of the Corporation prior to the adoption of these resolutions with regard to any of the transactions, actions, certificates, instruments, agreements, or other documents authorized or approved by the foregoing resolutions be, and hereby are, in all respects, ratified, confirmed, adopted, and approved; and

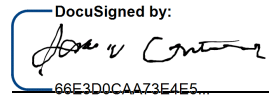
RESOLVED FURTHER that any specific resolutions that may be required to have been adopted by the Board to effectuate the matters and transactions contemplated by the foregoing resolutions be, and they hereby are, adopted, and the directors, officers, and authorized representatives of the Corporation be, and each of them acting alone hereby is authorized, in the name of and on behalf of the Corporation to certify as to the adoption of any and all such resolutions; and

RESOLVED FURTHER that the Authorized Officer shall be, and hereby is, authorized and empowered on behalf of the Corporation and in its name to take or cause to be taken all actions and to execute and deliver all such instruments that such Authorized Officer determines are necessary or desirable in connection with or in furtherance of the foregoing resolutions; and

RESOLVED FURTHER that this consent may be executed by facsimile, telecopy or other reproduction, and such execution shall be considered valid, binding and effective for all purposes.

IN WITNESS WHEREOF, the undersigned certify to the foregoing resolutions as of the 14th day of September, 2020.

DIRECTORS

DocuSigned by:  
  
66E3D0CAA73E4E5...

Name: James Continenza

Name: Darren Richman

IN WITNESS WHEREOF, the undersigned certify to the foregoing resolutions as of the 14th day of September, 2020.

DIRECTORS

---

Name: James Continenza

A handwritten signature in black ink, appearing to read 'J. Continenza', written over a horizontal line.

---

Name: Darren Richman

**United States Bankruptcy Court  
Southern District of New York**

In re: Flywheel Sports, Inc.,

Case No. \_\_\_\_\_

Debtor.

Chapter 7

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Flywheel Sports, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Equity Security Holder	Address	Percentage of Shares
Flywheel Sports Parent, Inc.	53 West 23 <sup>rd</sup> Street, 9 <sup>th</sup> Floor New York, NY 10010	100%

9/14/2020  
Date

/s/ Todd C. Meyers  
Todd C. Meyers (5502596)  
Kilpatrick Townsend & Stockton LLP  
1114 Avenue of the Americas  
New York, NY 10036-7703  
Telephone: (212) 775-8700  
Facsimile: (212) 775-8800  
Email: tmeyers@kilpatricktownsend.com  
*Counsel for the Debtor*

**United States Bankruptcy Court  
Southern District of New York**

In re: Flywheel Sports, Inc.,

Case No. \_\_\_\_\_

Debtor.

Chapter 7

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR**

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept \$80,070.76

Prior to the filing of this statement I have received \$80,070.76<sup>1</sup>

Balance Due \$0

2. The source of the compensation paid to me was:

☒ Debtor      ☐ Other (specify)

3. The source of compensation to be paid to me is:

☒ Debtor      ☐ Other (specify)

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a other person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

a. Analysis of the debtor' s financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;

---

<sup>1</sup> The amounts reflected herein were received in connection with the collective filings of the following debtors, which filed petitions for relief under chapter 7 contemporaneously herewith: Flywheel Sports, Inc., Flywheel Sports Parent, Inc., Flywheel Astor Place LLC, Flywheel Buckhead LLC, Flywheel CCDC, LLC, Flywheel NM LLC, Flywheel Park Avenue LLC, Flywheel Playa Vista, LLC, Flywheel San Francisco, LLC, Flywheel Topanga, LLC, Flywheel Walnut Creek LLC, Flywheel Sports Scottsdale, LLC, Flywheel Santa Monica, LLC, Flywheel Williamsburg LLC, Flywheel Domain LLC, and Flywheel Denver Union Station, LLC (the "Debtors"). Prior to the filing of the chapter 7 petitions of each of the above referenced Debtors, Kilpatrick Townsend & Stockton LLP received \$419,929.24, in connection with other services rendered to the Debtors.

b. Preparation and filing of any petition, schedules, and statements of affairs which may be required; and

c. Representation of the debtor at the meeting of creditors and any adjourned hearings thereof.

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

a. Representation of the debtor in adversary proceedings and other contested bankruptcy matters.

**CERTIFICATION**

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

9/14/2020  
*Date*

/s/ Todd C. Meyers  
*Signature of Attorney*

Kilpatrick Townsend & Stockton LLP  
*Name of law firm*